

Announcement

Pursuant to article 4.1.3.3 of the ATHEX Rulebook, the company named “**PRODEA REAL ESTATE INVESTMENT COMPANY SOCIETE ANONYME**” (hereafter the “**Company**”) announces the following:

The Ordinary General Meeting of the Company's shareholders, which convened on 8th June 2021, with shareholders representing **250.833.046** common registered shares, namely with a quorum of **98,18%** of the Company's paid up share capital, pursuant to the pertinent ballot (valid votes **250.833.046**) with respect to the issues on the agenda, as set out in the invitation dated 18.05.2021,

resolved upon the following:

1st Item

The amendment of the first paragraph of article 7 of the Company's Articles of Association regarding the maximum number of members of the Board of Directors that the General Meeting of the Company's shareholders may elect, as follows:

“1. The Company is managed by the Board of Directors, consisting of seven (7) up to eleven (11) members, which are elected by the General Meeting, determining the time of their tenure, in accordance with applicable provisions. A legal person may be elected as member of the Board of Directors.”

FOR 250.833.046 shares (100%)

AGAINST 0 shares (0%)

ABSTAIN 0 shares (0%)

2nd Item

The amendment of paragraph 5 of article 11 of the Company's Articles of Association, in order for the Company's Board of Directors to be able to decide on the General Meeting of the Company's shareholders being held entirely remotely through electronic means, in accordance with article 120 par. 3 of L. 4548/2018, as amended by virtue of article 23 par. 4 of L. 4712/2020, as follows:

«5. All shareholders or any of them may participate in the general meeting remotely through audiovisual means or other electronic means, provided that the board of

directors that convenes the general meeting decides so. The board of directors may at its discretion decide that the general meeting will not be held at a certain place, rather will meet entirely with the participation of the shareholders and the rest of the entitled by law to attend it remotely through electronical means provided for in article 125 of L. 4548/2018. The board of directors determines the technicalities for the implementation of the abovementioned, in compliance with applicable legislation and by taking all necessary measures so as to ensure conformity with the provisions of article 125 par. 1 of L. 4548/2018 or any other successive legal provision for the same issue.»

as well as the granting of an authorization to the Board of Directors to proceed with any action necessary for the codification of the Company's Articles of Association following the aforementioned amendments to articles 7 and 11.

FOR 250.833.046 shares (100%)

AGAINST 0 shares (0%)

ABSTAIN 0 shares (0%)

3rd Item

The election of a new Board of Directors, consisting of 10 members, through the re-election of all the existing members of the Board of Directors, which were elected by virtue of the decision of the Ordinary General Meeting of shareholders dated June 18th, 2019, as well as of Ms. Garyfallia Spyriouni, as a new member of the Company's Board of Directors, consisting as follows:

1. Mr. Christoforos Papachristoforou,
2. Mr. Aristotelis Karytinis,
3. Mrs. Thiresia Messari,
4. Mr. Athanasios Karagiannis,
5. Mr. Ioannis Kyriakopoulos,
6. Mr. Nikolaos Iatrou, son of Michail,
7. Mr. Georgios Kountouris,
8. Mr. Spiridonas Makridakis,
9. Mr. Prodromos Vlamis,
10. Mrs. Garyfallia Spyriouni,

The full details of the members of the Board of Directors are included in the Information Material for the Ordinary General Meeting. The curricula vitae of the candidate members, as well as the recommendation of the Board of Directors, were

made available to the shareholders on the Company's website www.prodea.gr before the Ordinary General Meeting.

As independent members of the Board of Directors the General Meeting appointed Mr. Spyridonas Makridakis, Mr. Prodromos Vlamis and Mrs. Garyfallia Spyriouni, who all meet the requirements of article 4 of L. 3016/2002, as well as of article 9 of L. 4706/2020, and, thus, do not have a dependence relationship with the Company or persons related to it.

The tenure of the Board of Directors is set at three years, commencing on their election by the General Meeting of the Company's Shareholders and extending until the expiration of the deadline, within which the subsequent Ordinary General Meeting must be convened and until the relevant decision.

FOR 250.833.046 shares (100%)

AGAINST 0 shares (0%)

ABSTAIN 0 shares (0%)

4th Item

The renewal of the authorization granted to the Board of Directors pursuant to the decision of the Extraordinary General Meeting of September 11th, 2019, as amended by the Ordinary General Meeting of April 13th, 2020, by virtue of which authorization was granted to the Company's Board of Directors, in accordance with article 24 par. 1b of L. 4548/2018 for the increase of the share capital of the Company through the issuance of new, dematerialized, common, registered, voting shares with payment in cash and abolition of existing shareholders' preemption right (the Decision).

In particular, the General Meeting decided the renewal of the Decision's duration, within the framework provided for by article 24 par. 1c of L. 4548/2018, until the subsequent Ordinary General Meeting of the Company's Shareholders, which will take place within 2022.

It is clarified that otherwise, all the terms of the authorization provided by the Decision to the Board of Directors for the share capital increase of the Company remain in force, according to what is more specifically provided for in the Decision, including the abolition of preemption rights within the framework of the increase, for the reasons

mentioned in the Report of the Company's Board of Directors dated 08.08.2019, in accordance with article 27 paragraph 1 of Law 4548/2018 and of ATHEX Regulation.

FOR 250.825.746 shares (99,997%)

AGAINST 7.300 shares (0,003%%)

ABSTAIN 0 shares (0%)

5th Item

The approval of the Annual Financial Statements for the year 2020 (consolidated and nonconsolidated), along with the relevant Management Report of the Board of Directors to the shareholders and the Auditor's Report and the distribution of profits as follows:

a) payment of dividend for the financial year 2020 of € 89,934,075.97 or €0.352 per share (net). Given the distribution of interim dividend of €0.140 (amounting to €35,769,234.76), pursuant to the BoD decision dated 20 December 2020, the remaining dividend to be distributed amounts to € 0.212 per share (net);

b) distribution to the Members of the Board of Directors, its committees and of the Investment Committee out of the profits of financial year 2020 of an aggregate amount of € 3.260.000,05.

c) payment to members of the personnel of an aggregate amount of €778.750,00 and granting of an authorization to Mr. A. Karitinos, Chief Executive Officer and Mrs. Th. Messari, Chief Financial Officer, to jointly implement the recommendations of the Human Resources and Remuneration Committee dated 18.05.2021 with respect to the allocation of the amounts to the Company's personnel, in accordance with the performance of each beneficiary.

Part of the aforementioned amounts to be distributed to members of the Board of Directors and Company personnel, a further described in the recommendation of the Human Resources and Remuneration Committee dated 18.05.2021, will be allocated to the relevant beneficiaries, in the sole discretion of the Board of Directors and in the context of the existing Remuneration Policy of the Company, by means of a subsequent decision of the Board of Directors to be made at the latest by 31.12.2021.

In compliance with L. 4209/2013, the payment of part of the distributable profits (amount €€772.000,00) to the persons that fall within the categories of article 13 of the aforementioned law, indicatively to the senior executives, executives exercising risk management, executives exercising audit operations, etc., will be deferred for three years, commencing on the date of the Ordinary General Meeting of 2021 and will be made after the Ordinary General Meeting of 2024 in cash or/and shares, to the Remuneration Policy of the Company in force. Persons that fall within the categories of article 13 of the aforementioned law will be excluded from the above, to the extent that the aggregate amount to be distributed through the profit distribution is less than 50% of their annualized fixed remuneration (i.e. $< 50\% * (\text{gross monthly remuneration for December 2020} * 14)$)).

FOR 250.833.046 shares (100%)

AGAINST 0 shares (0%)

ABSTAIN 0 shares (0%)

6th Item

The approval of the management exercised by each one Member of the Board of Directors individually, in its respective capacity, and by all Members of the Board of Directors jointly and the release of the auditors from any liability for the financial year 2020.

FOR 250.833.046 shares (100%)

AGAINST 0 shares (0%)

ABSTAIN 0 shares (0%)

7th Item

The voting upon the Remuneration Report for the members of the Board of Directors for financial year 2020, pursuant to the provisions of article 112 par. 3 of Law 4548/2018.

FOR 250.833.046 shares (100%)

AGAINST 0 shares (0%)

ABSTAIN 0 shares (0%)

8th Item

The approval of remuneration of the Members of the Board of Directors and of the members of the Investment Committee for financial year 2020 and pre-approval of the remuneration of the aforementioned members for the financial year 2021 and for the time period from 01.01.2022 until the Ordinary General Meeting of 2022, pursuant to article 109 par. 1 and 4 of Greek Law 4548/2018.

It is noted that the aforementioned remuneration is in accordance with the Remuneration Policy of the Company, pursuant to the recommendation of the Human Resources & Remuneration Committee of the Company dated 18.05.2021 and relate to compensation for services provided by these persons in their capacity as Members of the Board of Directors and the Investment Committee of the Company. Payment of the aforementioned amount in whole or in part may be made through distribution of profits of the financial year 2021, following a respective approval by the Ordinary General Meeting of the Company that will take place within 2022.

Further to the above, in particular regarding the members of the Board of Directors of the Company, the remuneration pre-approved the financial year 2021 up to the Ordinary General Meeting of 2022 is in accordance with the Remuneration Policy of the Company pursuant to article 110 of L. 4548/2018 which was approved by the Ordinary General Meeting of the Company on 13.04.2020.

FOR 250.833.046 shares (100%)

AGAINST 0 shares (0%)

ABSTAIN 0 shares (0%)

9th Item

The provision of permission, in accordance with article 98 of Law 4548/2018 to the to the Members of the Board of Directors of the Company and other senior executives (including members of the Investment Committee) to participate, if they so wish, in the Board of Directors or to provide their services to other companies of the group of the majority shareholder of the Company (indicatively of Invel Real Estate (Netherlands) II B.V. and the group where it belongs) or to companies with a corporate statutory purpose similar to that of the Company or companies or legal entities in which the Company participates pursuant to article 22 of Law 2778/1999. Further to the above, the General Meeting decided to provide its permission to the Members of the Board of Directors of the Company or senior executives (including members of the Investment

Committee) to participate in or provide services to legal persons (or entities) that are not operating in, or making any kind of investment in real estate, that falls within the legitimate activities and in general within the means of commercial exploitation of real estate properties, which REICs may lawfully engage into.

FOR 250.833.046 shares (100%)

AGAINST 0 shares (0%)

ABSTAIN 0 shares (0%)

10th Item

The appointment of the of the audit company «ERNST & YOUNG (HELLAS) Certified Auditors. Accountants S.A.», having its registered seat at 8B Chimarras street, 15125 Maroussi with Reg. Number 107 as statutory auditor of the annual financial statements of the Company and the Group for the financial year 01.01.2021 to 31.12.2021, as well as to review the interim financial information of the Company and the Group. The Board of Directors was, further, authorized to determine the exact remuneration amount for the audit company.

In accordance with Article 124, Paragraph 8 of Law 4548/2018, shareholders Aristotelis Karytinis and Thiresia Messari (holding 1,111 shares in total) do not participate in voting, and are not counted towards quorum or majority for decisions on the specific issue, due to their status as members of the Board of Directors of the Company.

FOR 250.831.935 shares (100%)

AGAINST 0 shares (0%)

ABSTAIN 0 shares (0%)

11th Item

The appointment of the following independent valuers for financial year 2021 in accordance with the legislative and regulatory framework (arts. 22 and 25 of L. 2778/1999, as in force):

For real estate properties outside Italy and Bulgaria:

- The company Proprius S.P. LLC- Real Estate Agents and Consultants (representative in Greece of Cushman & Wakefield), which has appointed Mrs. Niki Sympoura, daughter of Dimitrios, Mrs. Evangelia Tsitsogiannopoulou, daughter of Nikolaos, Mrs. Konstantina Degaiti, daughter of Vasileios, Mr.

Panagiotis Tsaousis, son of Spyridon, Mrs. Aggeliki Kotsi, daughter of Fotis, Mr. Filippou-Iosif Santoza, son of Konstantinos, Mr. Theodoros Chatzimichalaros, son of Georgios, Mr. Dimitris Georgikopoulos, son of Leonidas, Mr. Eleftherios Mouzourakis, son of Emmanouil, Mr. Thomas Dimopoulos, son of Michail, Mr. Alexios Kantlis, son of Georgios or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations.

- Jointly the companies P. Danos & Associates S.A. (representative in Greece of BNP Paribas Real Estate), and Athnens Economics Ltd (representative in Greece of Jones Lang Lasalle), which have appointed Mr. Theodoros Livis, son of Georgios, Efrosyni Paschalidou, daughter of Nikolaos, Vasileios Pirovetsis, son of Nikolaos and Michail Koumousis, son of Evangelos or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations.
- The company Hospitality Consulting Services (HCS), which has appointed Mr. Papadimitriou Pavlos, son of Evaggelos, or in case he is unable to perform his duties, another valuer who meets the necessary requirements to carry out the valuations.

In case any of the above is unable to perform their duties or for the acquisition of properties, that the Company may review,

- The company Axes Certified Experts and Valuers Societe Anonyme (member of CBRE network in Greece and Cyprus), which has appointed Mrs. Peppa Aggeliki, daughter of Georgios, Mrs. Zolota Kalliopi, daughter of Antonios, Mrs. Tsigka Maria, daughter of Konstantinos, Mr. Dimitris Kardaras, son of Panagiotis and Mr. Nikolaos Chatzitsolis, son of Charisios, or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations.

For properties in Italy:

- The company “Jones Lang LaSalle S.p.A.”, which has appointed Messrs. Federico Trevaini, Hugo Carlota, Laura Lebbolo and Alessandra Zugni, or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations.

In case the above company is unable to perform its duties or for the acquisition of properties, that the Company may review,

- The company, Key to Real S.r.l. con socio unico which has appointed Mrs. Tania Garuti, Mr. Ugo Festini and Mr. Gianni Zecchini or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations or
- The company, "CBRE Valuation S.p.A" which has appointed Mrs. Davide Cattarin and Mrs. Laura Mari or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations or
- The company, "CBRE Italy Hotels S.r.L" which has appointed Mrs. Raffaella Peloso, Mrs. Giulia Covizzi, Mrs. Federica Sacani, Mrs. Francesca Minola, Mrs. Alessandra Giroto and Mr. Francesco Calia or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations.

For properties in Bulgaria, the companies:

- Jointly the companies P. Danos & Associates S.A. (representative in Greece of BNP Paribas Real Estate), and Athnens Economics Ltd (representative in Greece of Jones Lang Lasalle), which have appointed Mr. Theodoros Livis, son of Georgios, Efrosyni Paschalidou, daughter of Nikolaos, Vasileios Pirovetsis, son of Nikolaos and Michail Koumoussi, son of Evangelos or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations.

In case any of the above is unable to perform their duties,

- The company DRP Consult LTD, which has appointed Mr. Andrey Filev, or in case he is unable to perform his duties, another valuer who meets the necessary requirements to carry out the valuations, or
- The company Advance Address Valuations Ltd, which has appointed Mrs. Tzenka Bojilova or in case she is unable to perform her duties, another valuer who meets the necessary requirements to carry out the valuations, or
- The company Proprius S.P. LLC- Real Estate Agents and Consultants (representative in Greece of Cushman & Wakefield), which has appointed Mrs. Niki Sympoura, daughter of Dimitrios, Mrs. Evangelia Tsitsogiannopoulou, daughter of Nikolaos, Mrs. Konstantina Degaiti, daughter of Vasileios, Mr.

Panagiotis Tsaousis, son of Spyridon, Mrs. Aggeliki Kotsi, daughter of Fotis, Mr. Filippou-Iosif Santoza, son of Konstantinos, Mr. Theodoros Chatzimichalaros, son of Georgios, Mr. Dimitris Georgikopoulos, son of Leonidaw, Mr. Eleftherios Mouzourakis, son of Emmanouil, Mr. Thomas Dimopoulos, son of Michail, Mr. Alexios Kantlis, son of Georgios or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations.

The Board of Directors is further authorized in order to designate the exact amount of the valuers' remuneration and proceed, if necessary, with the appointment of replacing independent valuers in case any of them is unable to perform its duties, as well as to the determination of their exact remuneration.

FOR 250.833.046 shares (100%)

AGAINST 0 shares (0%)

ABSTAIN 0 shares (0%)

12th Item

The election of a new Audit Committee, as committee of the Board of Directors, consisting of four (4) members of the Board of Directors, three (3) of which will be independent non-executive members of the Board of Directors and one of them will have the capacity of the Chairman of the Company's Audit Committee, and the fourth will be from the non-executive members of the Board of Directors.

The tenure of the Audit Committee is set at three years, commencing on the date of appointment of the members of the Audit Committee from the Company's Board of Directors.

The members of the Audit Committee will be appointed by the Company's Board of Directors, in accordance with the above, and all of them must have adequate knowledge of the Company's field of activity, while at least one of them, being independent from the Company, must have adequate knowledge and experience in auditing or accounting.

FOR 250.833.046 shares (100%)

AGAINST 0 shares (0%)

ABSTAIN 0 shares (0%)

13th Item

The approval of the Suitability Policy of the members of the Board of Directors which was approved by the Board of Directors at its meeting on 17.05.2021 in accordance with the provisions of article 3 of L. 4706/2020 and the Hellenic Capital Markets Commission guidelines (Circular no. 60/18.9.2020).

The Suitability Policy enters into force from the commencement of force of the relevant provisions of L. 4706/2020, namely from 17.07.2021.

FOR 250.833.046 shares (100%)

AGAINST 0 shares (0%)

ABSTAIN 0 shares (0%)

No other items were discussed.

Athens, 8 June 2021

The Board of Directors